

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 9245, 15066, 12262,
150963, 13685, 16048, 16050, 16052,
16056, 15999, 16064, 16014, 16317, 16042,
16055, 16068, 16054, 16065, 16080, 16058,
16067, 16035, 16057, 16094, 16066

Case No. 17-3566 Dkt. No. 1106

Case No. 17-3567 Dkt. Nos. 992, 989

Case No. 17-4780 Dkt. Nos. 2392, 2395,
2397

Hearing date: August 4, 2021 at 9:30 a.m.
(AST)

**FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
AUGUST 4, 2021 OMNIBUS HEARING**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

- I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE ELEVENTH INTERIM (OCTOBER 1, 2020-JANUARY 31, 2021) AND PRIOR COMPENSATION PERIODS**
- II. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE OCTOBER 6, 2021 OMNIBUS HEARING OR A LATER DATE**

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

INTRODUCTION

The Eleventh Interim Compensation Period (October 1, 2020-January 31, 2021) brings the fee review process into these cases' fifth calendar year and, it is hoped, penultimate calendar year. With this report, the Fee Examiner again recommends the approval of a group of interim fee applications and the deferral of a number of applications to October 6, 2021 or a subsequent omnibus hearing date to allow for continued review and discussion of those applications with the professionals.

This report addresses compensation applications for the Eleventh Interim Compensation Period and prior interim fee periods. It recommends the Court's approval of 28 negotiated, adjusted, and uncontested applications for professional compensation pursuant to PROMESA. As of July 27, 2021, professionals have requested about \$960 million in fees and expenses through the Title III compensation process.

The positive developments in these proceedings over the last month should reduce both controversy and, as a result, professional fees in the three months between now and the scheduled confirmation hearings. Nevertheless, those developments do not change PROMESA's reasonable and necessary standard for professional fees, nor will projected savings reflect themselves immediately in fee and expense applications, which necessarily trail significant

developments by months. This report also serves as a reminder that all professional fees and expenses remain subject to a final review and final approval, probably sometime in 2022.

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibit B** and **Exhibit C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the October 6, 2021 omnibus hearing or another date convenient for the Court.

INTERIM FEE APPLICATIONS

This Report addresses many of the professional fees and expenses timely submitted for the Eleventh Interim Compensation Period (October 1, 2020–January 31, 2021). **Exhibit A** lists 28 interim fee applications recommended for the Court’s approval, with adjustment, and **Exhibit B** identifies those pending interim applications recommended for deferral, including those filed after the Fee Examiner’s deadlines or initially supported by incomplete data or documentation, or simply because of the pandemic’s continuing effects. **Exhibit C** lists one remaining final COFINA fee application recommended for deferral.

RELIEF REQUESTED

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibits A** and permit the deferral of the applications listed on **Exhibits B** and **C** to the omnibus hearing scheduled for October 6, 2021 or a later date. Attached to this report as **Attachment 1** is

a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: July 28, 2021.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo

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Fee Examiner

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Counsel for the Fee Examiner

25682935.1

EXHIBIT A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Seventh - Eleventh Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Seventh Interim Fee Period (June 1 - September 30, 2019)							
Puerto Rico Counsel to AAFAF							
1 Marini Pietrantoni Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64	\$ 4,141.50	\$ 2,648.66	\$ 550.33	\$ 206,947.14	\$ 2,098.33
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
Financial Advisor to FOMB							
2 Ernst & Young LLP [Dkt. No. 15066]	10/1/2019 - 1/31/2020	\$ 5,333,685.84	\$ 80,696.46	\$ 255,437.27	\$ 89,121.60	\$ 5,252,989.38	\$ 166,315.67
Puerto Rico Counsel to AAFAF							
3 Marini Pietrantoni Muniz LLC [Dkt. No. 12262]	10/1/2019 - 1/31/2020	\$ 247,098.80	\$ 3,046.90	\$ 668.80	\$ 216.80	\$ 244,051.90	\$ 452.00
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
Financial Advisor to FOMB							
4 Ernst & Young LLP [Dkt. No. 15096]	2/1 - 5/31/2020	\$ 7,526,389.70	\$ 113,871.16	\$ 121,739.82	\$ 42,474.80	\$ 7,412,518.54	\$ 79,265.02
Puerto Rico Counsel to AAFAF							
5 Marini Pietrantoni Muniz LLC [Dkt. No. 13685]	2/1 - 5/31/2020	\$ 321,504.60	\$ 2,752.90	\$ 2,143.45	\$ 348.75	\$ 318,751.70	\$ 1,794.70
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)							
Advisor to FOMB - Commonwealth							
6-a Alvarez & Marsal North America, LLC [Dkt. No. 16048]	10/1/2020 - 1/31/2021	\$ 2,033,653.14	\$ 3,896.19	\$ 9,853.62	\$ -	\$ 2,029,756.95	\$ 9,853.62
Advisor to FOMB - ERS							
6-b Alvarez & Marsal North America, LLC [Dkt. No. 16050 and 17-3566 Dkt. No. 1106]	10/1/2020 - 1/31/2021	\$ 134,015.40	\$ -	\$ -	\$ -	\$ 134,015.40	\$ -
Advisor to FOMB - HTA							
6-c Alvarez & Marsal North America, LLC [Dkt. No. 16052 and 17-3567 Dkt. No. 992]	10/1/2020 - 1/31/2021	\$ 57,324.51	\$ -	\$ -	\$ -	\$ 57,324.51	\$ -
Puerto Rico Counsel to the Official Committee of Retired Employees							
7 Benitez, Garcia & Millan, C.S.P. [Dkt. No. 16056]	10/1/2020 - 1/31/2021	\$ 275,107.50	\$ 410.00	\$ 2,189.02	\$ -	\$ 274,697.50	\$ 2,189.02
Puerto Rico Counsel for FOMB Special Claims Committee - Commonwealth							
8-a Cardona Fernandez, Ileana C. [Dkt. No. 15999]	10/1/2020 - 1/31/2021	\$ 2,992.50	\$ -	\$ -	\$ -	\$ 2,992.50	\$ -
Puerto Rico Counsel for FOMB Special Claims Committee - PREPA							
8-b Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 2392]	10/1/2020 - 1/31/2021	\$ 1,462.50	\$ -	\$ -	\$ -	\$ 1,462.50	\$ -
Puerto Rico Counsel to the Official Committee of Unsecured Creditors							
9 Casillas, Santiago & Torres, LLC [Dkt. No. 16064]	10/1/2020 - 1/31/2021	\$ 21,605.50	\$ -	\$ 7,220.17	\$ -	\$ 21,605.50	\$ 7,220.17
Financial Advisor for FOMB Special Claims Committee - Commonwealth							
10-a DiCicco, Gulman & Company LLP [Dkt. No. 16014]	10/1/2020 - 1/31/2021	\$ 831,131.25	\$ 5,463.75	\$ -	\$ -	\$ 825,667.50	\$ -
Financial Advisor for FOMB Special Claims Committee - HTA							
10-b DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 989]	10/1/2020 - 1/31/2021	\$ 12,450.00	\$ -	\$ -	\$ -	\$ 12,450.00	\$ -
Financial Advisor for FOMB Special Claims Committee - PREPA							
10-c DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2395]	10/1/2020 - 1/31/2021	\$ 5,943.75	\$ -	\$ -	\$ -	\$ 5,943.75	\$ -
Puerto Rico Counsel to Special Claims Committee							
11 Estrella, LLC [Dkt. No. 16317]	9/1/2020 - 1/31/2021	\$ 318,379.50	\$ 11,247.25	\$ 7,534.35	\$ -	\$ 307,132.25	\$ 7,534.35
Consultants to PREPA							
12 Filinger Energy Partners [Dkt. No. 16042 and 17-4780 Dkt. No. 2397]	10/1/2020 - 11/14/2020	\$ 432,671.28	\$ -	\$ -	\$ -	\$ 432,671.28	\$ -
Financial Advisor to the Official Committee of Retired Employees							
13 FTI Consulting, Inc. [Dkt. No. 16055]	10/1/2020 - 1/31/2021	\$ 770,701.00	\$ 31,372.35	\$ 68,274.27	\$ -	\$ 739,328.65	\$ 68,274.27
Special Litigation Counsel to the Official Committee of Unsecured Creditors							
14 Genovese Joblove & Battista, P.A. [Dkt. No. 16068]	9/1/2020 - 1/31/2021	\$ 399,441.79	\$ 5,661.76	\$ 31,381.55	\$ 2,521.00	\$ 393,780.03	\$ 28,860.55
Counsel to the Official Committee of Retired Employees							
15 Jenner & Block LLP [Dkt. No. 16054]	10/1/2020 - 1/31/2021	\$ 1,110,091.07	\$ 61,928.12	\$ 90,736.96	\$ -	\$ 1,048,162.95	\$ 90,736.96

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PROMESA Title III No. 17 BK 3283-LTS

Seventh - Eleventh Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
16 Kroma Advertising, Inc. [Dkt. No. 16065] <i>Special Counsel to the FOMB</i>	9/16/2020 - 1/31/2021	\$ 95,000.00	\$ -	\$ -	\$ -	\$ 95,000.00	\$ -
17 Lusk, Stern & Eisler LLP [Dkt. No. 16080] <i>Information Agent to the Official Committee of Retired Employees</i>	10/1/2020 - 1/31/2021	\$ 11,909.00	\$ 114.00	\$ -	\$ -	\$ 11,795.00	\$ -
18 Marchand ICS Group [Dkt. No. 16058] <i>Counsel to the Official Committee of Unsecured Creditors</i>	10/1/2020 - 1/31/2021	\$ 110,736.00	\$ 117.50	\$ 12,950.94	\$ -	\$ 110,618.50	\$ 12,950.94
19 Paul Hastings [Dkt. No. 16067] <i>Financial Advisor to the Mediation Team</i>	10/1/2020 - 1/31/2021	\$ 1,861,843.00	\$ 226,825.56	\$ 60,177.37	\$ -	\$ 1,635,017.44	\$ 60,177.37
20 Phoenix Management Services, LLC [Dkt. No. 16035] <i>Actuaries and Consultants to the Official Committee of Retired Employees</i>	10/5/2020 - 1/31/2021	\$ 80,368.85	\$ 463.16	\$ -	\$ -	\$ 79,905.69	\$ -
21 Segal Consulting [Dkt. No. 16057] <i>Macroeconomic Consultant to the FOMB</i>	10/1/2020 - 1/31/2021	\$ 138,974.00	\$ 9,491.20	\$ -	\$ -	\$ 129,482.80	\$ -
22 Wolfe, Andrew [Dkt. No. 16094] <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	10/1/2020 - 1/31/2021	\$ 30,429.00	\$ -	\$ 720.00	\$ -	\$ 30,429.00	\$ 720.00
23 Zolfo Cooper, LLC [Dkt. No. 16066]	10/1/2020 - 1/31/2021	\$ 542,624.00	\$ 3,638.08	\$ 9.38	\$ -	\$ 538,985.92	\$ 9.38

FN1 - The Fee Examiner recommends that, for the eleventh interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$192,268.03, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,669,574.97 (i.e., \$1,861,843.00 minus the aforementioned credit of \$192,268.03).

FN2 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.

EXHIBIT B

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Eleventh Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fourth Interim Fee Period (June 1 - September 30, 2018)							
<i>Debtors' Consultant</i>							
1. Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
2-a Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
<i>Financial Advisors to PREPA</i>							
2-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
<i>Puerto Rico Counsel for PREPA</i>							
3 Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
<i>Investment Banker and Financial Advisor to FOMB</i>							
4 Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00		\$ 41,623.98			
<i>Debtors' Consultant</i>							
5 Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
Sixth Interim Fee Period (February 1 - May 31, 2019)							
<i>Financial Advisors to Commonwealth</i>							
6-a Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
<i>Financial Advisors to PREPA</i>							
6-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
<i>Debtors' Advisor</i>							
7 Deloitte Financial Advisory Services LLP [Dkt. No. 14573]	2/1 - 5/31/2019	\$ 5,891,411.40		\$ 313,178.46			
<i>Investment Banker and Financial Advisor to FOMB</i>							
8 Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61			
<i>Special Counsel to FOMB - PREPA</i>							
9 Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
10-a O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
<i>Counsel to AAFAF - HTA</i>							
10-b O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
<i>Counsel for AAFAF - ERS</i>							
10-c O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
<i>Counsel to AAFAF - PREPA</i>							
10-d O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
<i>Investment Banker and Financial Advisor to FOMB</i>							
11 PIT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)							
<i>Financial Advisors to Commonwealth</i>							
12-a Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
<i>Financial Advisors to PREPA</i>							
12-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
<i>Claims Counsel to FOMB - Commonwealth</i>							
13-a Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25			
<i>Claims Counsel to FOMB - HTA</i>							
13-b Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -			
<i>Claims Counsel to FOMB - ERS</i>							
13-c Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -			

EXHIBIT B

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PROMESA Title III No. 17 BK 3283-LTS

Fourth - Eleventh Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Claims Counsel to FOMB - PREPA</i>							
13-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	\$ 439,667.00		\$ 9,138.57			
<i>Investment Banker and Financial Advisor to FOMB</i>							
14	Chigroup Global Markets Inc. [Dkt. No. 16155]	\$ 4,705,000.00		\$ 813,391.60			
<i>Debtors' Advisor</i>							
15	Deloitte Financial Advisory Services LLP [Dkt. No. 15099]	\$ 1,988,099.60		\$ 126,001.20			
<i>Special Counsel to FOMB - PREPA</i>							
16	Nixon Peabody LLP [Dkt. No. 9539]	\$ 80,805.00		\$ -			
<i>Counsel to AAFAP - Commonwealth</i>							
17-a	O'Melveny & Myers [Dkt. No. 9332]	\$ 5,369,124.54		\$ 183,905.55			
<i>Counsel to AAFAP - HTA</i>							
17-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	\$ 58,957.87		\$ 2,178.58			
<i>Counsel to AAFAP - ERS</i>							
17-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	\$ 512,322.11		\$ 56,015.15			
<i>Counsel to AAFAP - PREPA</i>							
17-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	\$ 3,574,768.47		\$ 126,501.00			
<i>Investment Banker and Financial Advisor to FOMB</i>							
18	PJT Partners LP [Dkt. No. 9215]	\$ 5,000,000.00		\$ 6,980.89			
<i>Counsel to Debtors - Commonwealth</i>							
19-a	Proskauer Rose LLP [Dkt. No. 9624]	\$ 11,293,301.10		\$ 292,282.61			
<i>Counsel to Debtors - ERS</i>							
19-b	Proskauer Rose LLP [Dkt. No. 9630 and 17-3566 Dkt. No. 747]	\$ 1,811,241.00		\$ 139,973.00			
<i>Counsel to Debtors - HTA</i>							
19-c	Proskauer Rose LLP [Dkt. No. 9628 and 17-3567 Dkt. No. 664]	\$ 491,537.70		\$ 13,238.66			
<i>Counsel to Debtors - PREPA</i>							
19-d	Proskauer Rose LLP [Dkt. No. 9626 and 17-04780 Dkt. No. 1838]	\$ 5,893,697.40		\$ 151,543.10			
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
<i>Financial Advisors to Commonwealth</i>							
20-a	Ankura Consulting Group, LLC [Dkt. No. 14031]	\$ 4,568,311.20		\$ 226,836.98			
<i>Financial Advisors to PREPA</i>							
20-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	\$ 2,129,389.00		\$ 170,218.54			
<i>Claims Counsel to FOMB - Commonwealth</i>							
21-a	Brown Rudnick LLP [Dkt. No. 12847]	\$ 643,562.50		\$ 40,133.81			
<i>Claims Counsel to FOMB - ERS</i>							
21-b	Brown Rudnick LLP [17-3566 Dkt. No. 864]	\$ 178,082.50		\$ 598.20			
<i>Claims Counsel to FOMB - HTA</i>							
21-c	Brown Rudnick LLP [17-3567 Dkt. No. 766]	\$ 2,885.00		\$ -			
<i>Claims Counsel to FOMB - PREPA</i>							
21-d	Brown Rudnick LLP [17-4780 Dkt. No. 1965]	\$ 261,844.00		\$ 2,889.11			
<i>Investment Banker and Financial Advisor to FOMB</i>							
22	Chigroup Global Markets Inc. [Dkt. No. 16156]	\$ 4,840,000.00		\$ 1,206.00			
<i>Debtors' Advisor</i>							
23	Deloitte Financial Advisory Services LLP [Dkt. No. 15549]	\$ 461,748.90		\$ 18,790.40			
<i>Special Counsel to FOMB - PREPA</i>							
24	Nixon Peabody LLP [Dkt. No. 13600]	\$ 80,352.00		\$ -			

EXHIBIT B

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Fourth - Eleventh Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Counsel to AAFAF - Commonwealth</i>							
25-a O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
<i>Counsel to AAFAF - HTA</i>							
25-b O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
<i>Counsel to AAFAF - ERS</i>							
25-c O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
<i>Counsel to AAFAF - PREPA</i>							
25-d O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			
<i>Investment Banker and Financial Advisor to FOMB</i>							
26 PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
<i>Counsel to Debtors - Commonwealth</i>							
27-a Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70		\$ 488,281.95			
<i>Counsel to Debtors - ERS</i>							
27-b Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90		\$ 72,528.81			
<i>Counsel to Debtors - HTA</i>							
27-c Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10		\$ 82,253.31			
<i>Counsel to Debtors - PBA</i>							
27-d Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80		\$ 105.80			
<i>Counsel to Debtors - PREPA</i>							
27-e Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30		\$ 316,994.84			
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
<i>Financial Advisors to Commonwealth</i>							
28-a Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
<i>Financial Advisors to PREPA</i>							
28-b Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
<i>Claims Counsel to FOMB - Commonwealth</i>							
29-a Brown Rudnick LLP [Dkt. No. 15765]	2/1 - 5/31/2020	\$ 514,656.00		\$ 2,767.12			
<i>Claims Counsel to FOMB - ERS</i>							
29-b Brown Rudnick LLP [17-3566 Dkt. No. 1070]	2/1 - 5/31/2020	\$ 373,027.50		\$ 7,554.43			
<i>Claims Counsel to FOMB - HTA</i>							
29-c Brown Rudnick LLP [17-3567 Dkt. No. 965]	2/1 - 5/31/2020	\$ 1,471.00		\$ -			
<i>Claims Counsel to FOMB - PREPA</i>							
29-d Brown Rudnick LLP [17-4780 Dkt. No. 2373]	2/1 - 5/31/2020	\$ 28,170.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
30 Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00		\$ 9,354.30			
<i>Special Counsel to FOMB - PREPA</i>							
31 Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
32-a O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			
<i>Counsel to AAFAF - ERS</i>							
32-b O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03			
<i>Counsel to AAFAF - HTA</i>							
32-c O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61			
<i>Counsel to AAFAF - PREPA</i>							
32-d O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99			
<i>Local Counsel to the FOMB</i>							
33 O'Neill & Borges LLC [Dkt. No. 16782]	2/1 - 5/31/2020	\$ 455,558.85		\$ 509.09			

EXHIBIT B

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Eleventh Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Investment Banker and Financial Advisor to FOMB</i>							
34 PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
<i>Counsel to Debtors - Commonwealth</i>							
35-a Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60		\$ 812,642.95			
<i>Counsel to Debtors - ERS</i>							
35-b Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20		\$ 49,926.81			
<i>Counsel to Debtors - HTA</i>							
35-c Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80		\$ 27,280.77			
<i>Counsel to Debtors - PBA</i>							
35-d Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80		\$ 443.90			
<i>Counsel to Debtors - PREPA</i>							
35-e Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10		\$ 255,819.76			
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)							
<i>Financial Advisors to PREPA</i>							
36 Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -			
<i>Claims Counsel to FOMB - Commonwealth</i>							
37-a Brown Rudnick LLP [Dkt. No. 16282]	6/1 - 9/30/2020	\$ 400,158.00		\$ 2,923.99			
<i>Claims Counsel to FOMB - ERS</i>							
37-b Brown Rudnick LLP [17-3566 Dkt. No. 1117]	6/1 - 9/30/2020	\$ 194,704.00		\$ 195,408.96			
<i>Claims Counsel to FOMB - HTA</i>							
37-c Brown Rudnick LLP [17-3567 Dkt. No. 999]	6/1 - 9/30/2020	\$ 162.00		\$ -			
<i>Claims Counsel to FOMB - PREPA</i>							
37-d Brown Rudnick LLP [17-4780 Dkt. No. 2425]	6/1 - 9/30/2020	\$ 54,363.00		\$ 71.33			
<i>Investment Banker and Financial Advisor to FOMB</i>							
38 Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00		\$ 7,115.40			
<i>Financial Advisor to FOMB</i>							
39 Ernst & Young LLP [Dkt. No. 15098]	6/1 - 9/30/2020	\$ 6,119,618.90		\$ -			
<i>Puerto Rico Counsel to the AAFAF</i>							
40 Marini Pietrantonio Muniz LLC [Dkt. No. 15156]	6/1 - 9/30/2020	\$ 307,894.50		\$ 3,707.80			
<i>Special Counsel to FOMB - PREPA</i>							
41 Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
42-a O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04		\$ 210,123.92			
<i>Counsel to AAFAF - ERS</i>							
42-b O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95		\$ 74,371.80			
<i>Counsel to AAFAF - HTA</i>							
42-c O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00		\$ 2,182.88			
<i>Investment Banker and Financial Advisor to FOMB</i>							
43 PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81			
<i>Counsel to Debtors - Commonwealth</i>							
44-a Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 14,735,103.90		\$ 556,621.24			
<i>Counsel to Debtors - ERS</i>							
44-b Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,127,593.90		\$ 93,500.38			
<i>Counsel to Debtors - HTA</i>							
44-c Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996]	6/1 - 9/30/2020	\$ 389,151.90		\$ 37,317.45			
<i>Counsel to Debtors - PBA</i>							
44-d Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110]	6/1 - 9/30/2020	\$ 27,642.00		\$ -			

EXHIBIT B

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Eleventh Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Counsel to Debtors - PREPA</i>							
44-e Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410]	6/1 - 9/30/2020	\$ 3,938,373.60		\$ 144,038.33			
Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)							
<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB</i>							
45-a Brattle Group, Inc., The [Dkt. No. 16076]	9/1/2020 - 1/31/2021	\$ 56,632.95		\$ -			
<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>							
45-b Brattle Group, Inc., The [Dkt. No. 16073]	10/1/2020 - 1/31/2021	\$ 9,105.20		\$ 57.00			
<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - ERS</i>							
45-c Brattle Group, Inc., The [Dkt. No. 16074 and 17-3566 Dkt. No. 1111]	10/1/2020 - 1/31/2021	\$ 65,059.00		\$ 19.00			
<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>							
45-d Brattle Group, Inc., The [Dkt. No. 16075 and 17-4780 Dkt. No. 2399]	9/1/2020 - 1/31/2021	\$ 986,673.50		\$ 5,687.50			
<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA</i>							
45-e Brattle Group, Inc., The [Dkt. No. 16078 and 17-4780 Dkt. No. 2400]	10/1/2020 - 1/31/2021	\$ 16,704.19		\$ -			
<i>Claims Counsel to FOMB - Commonwealth</i>							
46-a Brown Rudnick LLP [Dkt. No. 17447]	10/1/2020 - 1/31/2021	\$ 612,405.00		\$ 2,238.65			
<i>Claims Counsel to FOMB - ERS</i>							
46-b Brown Rudnick LLP [17-3566 Dkt. No. 1186]	10/1/2020 - 1/31/2021	\$ 43,511.00		\$ 10,535.60			
<i>Claims Counsel to FOMB - PREPA</i>							
46-c Brown Rudnick LLP [17-4780 Dkt. No. 2564]	10/1/2020 - 1/31/2021	\$ 29,826.00		\$ 34.17			
<i>Puerto Rico Counsel to PREPA</i>							
47 Diaz & Vazquez Law Firm, P.S.C. [17-4780 Dkt. No. 2398]	2/1/2020 - 1/31/2021	\$ 5,352,410.00		\$ 8,880.53			
<i>Financial Advisor to FOMB</i>							
48 Ernst & Young LLP [Dkt. No. 16754]	10/1/2020 - 1/31/2021	\$ 7,833,611.30		\$ -			
<i>Puerto Rico Counsel to the AAFAF</i>							
49 Marini Pietrantonio Muniz LLC [Dkt. No. 16047]	10/1/2020 - 1/31/2021	\$ 381,133.50		\$ 6,043.41			
<i>Consulting Services to FOMB - Commonwealth</i>							
50-a McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 16446]	10/1/2020 - 1/31/2021	\$ 3,711,250.00		\$ -			
<i>Consulting Services to FOMB - HTA</i>							
50-b McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 16448]	10/1/2020 - 1/31/2021	\$ 1,139,850.00		\$ -			
<i>Consulting Services to FOMB - PREPA</i>							
50-c McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 16447]	10/1/2020 - 1/31/2021	\$ 1,205,465.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
51-a O'Melveny & Myers LLP [Dkt. No. 16768]	10/1/2020 - 1/31/2021	\$ 3,401,048.00		\$ 181,441.88			
<i>Counsel to AAFAF - ERS</i>							
51-b O'Melveny & Myers LLP [Dkt. No. 16769]	10/1/2020 - 1/31/2021	\$ 712,225.00		\$ 93,367.41			
<i>Counsel to AAFAF - HTA</i>							
51-c O'Melveny & Myers LLP [Dkt. No. 16770]	10/1/2020 - 1/31/2021	\$ 73,920.50		\$ 4,409.76			
<i>Investment Banker and Financial Advisor to FOMB</i>							
52 PJT Partners LP [Dkt. No. 15577]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -			

EXHIBIT C

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

FINAL Fee Application Deferred:

Applicant		Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Counsel to AAFAF - COFINA</i>								
1	O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO
et al.,**

Debtors.¹

)
) **PROMESA**
) **Title III**

)
) **No. 17 BK 3283-LTS**

)
) **(Jointly Administered)**

)
) **Re:** ECF Dkt. Nos. 9245, 15066, 12262,
) 15096, 13685, 16048, 16050, 16052, 16056,
) 15999, 16064, 16014, 16317, 16042, 16055,
) 16068, 16054, 16065, 16080, 16058, 16067,
) 16035, 16057, 16094, 16066

)
) Case No. 17-3566 Dkt. No. 1106

)
) Case No. 17-3567 Dkt. Nos. 992, 989

)
) Case No. 17-4780 Dkt. Nos. 2392, 2395,
) 2397

)
) **Hearing Date:** August 4, 2021 at 9:30 a.m.
) (AST)

**OMNIBUS ORDER AWARDING: INTERIM ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE ELEVENTH INTERIM (OCTOBER 1, 2020-JANUARY 31, 2021)
AND PRIOR COMPENSATION PERIODS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 989, 992 [Case No. 17-3567], 1106 [Case No. 17-3566], 2392, 2395, 2397 [Case No. 17-4780], 9245, 12262, 13685, 15066, 15096, 15999, 16014, 16035, 16042, 16048, 16050, 16052, 16054, 16055, 16056, 16057, 16058, 16064, 16065, 16066, 16067, 16068, 16080, 16094, and 16317, the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see*

Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.
3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.
4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 717, 724, 747, 862, 864, 873, 967, 988, 1070, 1048, 1111, 1112, 1117, 1186 [Case No. 17-3566], 615, 654, 657, 664, 764, 766, 770, 920, 925, 952, 965, 996, 999 [Case No. 17-3567], 1133, 1137, 1489, 1604, 1786, 1778, 1788, 1838, 1963, 1965, 1970, 1977, 2175, 2208, 2343, 2373, 2377, 2398, 2399, 2400, 2410, 2425, 2564, [Case No. 17-4780], 70, 96, 110

[Case No. 19-5523], 5810, 8014, 8180, 8454, 9215, 9274, 9275, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 12180, 12401, 12827, 12829, 12831, 12833, 12835, 12847, 12907, 13600, 13725, 14031, 14041, 14179, 14348, 14350, 14352, 14354, 14356, 14522, 14523, 14573, 14924, 15098, 15099, 15156, 15472, 15477, 15481, 15482, 15549, 15553, 15554, 15577, 15765, 16047, 16073, 16074, 16075, 16076, 16078, 16143, 16144, 16146, 16148, 16150, 16155, 16156, 16157, 16158, 16282, 16446, 16447, 16448, 16754, 16768, 16769, 16770, 16782, and 17447]

remain adjourned for consideration at a later hearing date.

5. This Order resolves Docket Entry Nos. 989, 992 [Case No. 17-3567], 1106 [Case No. 17-3566], 2392, 2395, 2397 [Case No. 17-4780], 9245, 12262, 13685, 15066, 15096, 15999, 16014, 16035, 16042, 16048, 16050, 16052, 16054, 16055, 16056, 16057, 16058, 16064, 16065, 16066, 16067, 16068, 16080, 16094, and 16317.

SO ORDERED.

Dated: _____, 2021

LAURA TAYLOR SWAIN
United States District Judge

25663245.1

EXHIBIT A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Seventh - Eleventh Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Seventh Interim Fee Period (June 1 - September 30, 2019)							
Puerto Rico Counsel to AAFAF							
1 Marini Pietrantoni Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64	\$ 4,141.50	\$ 2,648.66	\$ 550.33	\$ 206,947.14	\$ 2,098.33
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
Financial Advisor to FOMB							
2 Ernst & Young LLP [Dkt. No. 15066]	10/1/2019 - 1/31/2020	\$ 5,333,685.84	\$ 80,696.46	\$ 255,437.27	\$ 89,121.60	\$ 5,252,989.38	\$ 166,315.67
Puerto Rico Counsel to AAFAF							
3 Marini Pietrantoni Muniz LLC [Dkt. No. 12262]	10/1/2019 - 1/31/2020	\$ 247,098.80	\$ 3,046.90	\$ 668.80	\$ 216.80	\$ 244,051.90	\$ 452.00
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)							
Financial Advisor to FOMB							
4 Ernst & Young LLP [Dkt. No. 15096]	2/1 - 5/31/2020	\$ 7,526,389.70	\$ 113,871.16	\$ 121,739.82	\$ 42,474.80	\$ 7,412,518.54	\$ 79,265.02
Puerto Rico Counsel to AAFAF							
5 Marini Pietrantoni Muniz LLC [Dkt. No. 13685]	2/1 - 5/31/2020	\$ 321,504.60	\$ 2,752.90	\$ 2,143.45	\$ 348.75	\$ 318,751.70	\$ 1,794.70
Tenth Interim Fee Period (October 1, 2020 - January 31, 2021)							
Advisor to FOMB - Commonwealth							
6-a Alvarez & Marsal North America, LLC [Dkt. No. 16048]	10/1/2020 - 1/31/2021	\$ 2,033,653.14	\$ 3,896.19	\$ 9,853.62	\$ -	\$ 2,029,756.95	\$ 9,853.62
Advisor to FOMB - ERS							
6-b Alvarez & Marsal North America, LLC [Dkt. No. 16050 and 17-3566 Dkt. No. 1106]	10/1/2020 - 1/31/2021	\$ 134,015.40	\$ -	\$ -	\$ -	\$ 134,015.40	\$ -
Advisor to FOMB - HTA							
6-c Alvarez & Marsal North America, LLC [Dkt. No. 16052 and 17-3567 Dkt. No. 992]	10/1/2020 - 1/31/2021	\$ 57,324.51	\$ -	\$ -	\$ -	\$ 57,324.51	\$ -
Puerto Rico Counsel to the Official Committee of Retired Employees							
7 Benitez, Garcia & Millan, C.S.P. [Dkt. No. 16056]	10/1/2020 - 1/31/2021	\$ 275,107.50	\$ 410.00	\$ 2,189.02	\$ -	\$ 274,697.50	\$ 2,189.02
Puerto Rico Counsel for FOMB Special Claims Committee - Commonwealth							
8-a Cardona Fernandez, Ileana C. [Dkt. No. 15999]	10/1/2020 - 1/31/2021	\$ 2,992.50	\$ -	\$ -	\$ -	\$ 2,992.50	\$ -
Puerto Rico Counsel for FOMB Special Claims Committee - PREPA							
8-b Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 2392]	10/1/2020 - 1/31/2021	\$ 1,462.50	\$ -	\$ -	\$ -	\$ 1,462.50	\$ -
Puerto Rico Counsel to the Official Committee of Unsecured Creditors							
9 Casillas, Santiago & Torres, LLC [Dkt. No. 16064]	10/1/2020 - 1/31/2021	\$ 21,605.50	\$ -	\$ 7,220.17	\$ -	\$ 21,605.50	\$ 7,220.17
Financial Advisor for FOMB Special Claims Committee - Commonwealth							
10-a DiCicco, Gulman & Company LLP [Dkt. No. 16014]	10/1/2020 - 1/31/2021	\$ 831,131.25	\$ 5,463.75	\$ -	\$ -	\$ 825,667.50	\$ -
Financial Advisor for FOMB Special Claims Committee - HTA							
10-b DiCicco, Gulman & Company LLP [17-3567 Dkt. No. 989]	10/1/2020 - 1/31/2021	\$ 12,450.00	\$ -	\$ -	\$ -	\$ 12,450.00	\$ -
Financial Advisor for FOMB Special Claims Committee - PREPA							
10-c DiCicco, Gulman & Company LLP [17-4780 Dkt. No. 2395]	10/1/2020 - 1/31/2021	\$ 5,943.75	\$ -	\$ -	\$ -	\$ 5,943.75	\$ -
Puerto Rico Counsel to Special Claims Committee							
11 Estrella, LLC [Dkt. No. 16317]	9/1/2020 - 1/31/2021	\$ 318,379.50	\$ 11,247.25	\$ 7,534.35	\$ -	\$ 307,132.25	\$ 7,534.35
Consultants to PREPA							
12 Flisinger Energy Partners [Dkt. No. 16042 and 17-4780 Dkt. No. 2397]	10/1/2020 - 11/14/2020	\$ 432,671.28	\$ -	\$ -	\$ -	\$ 432,671.28	\$ -
Financial Advisor to the Official Committee of Retired Employees							
13 FTI Consulting, Inc. [Dkt. No. 16055]	10/1/2020 - 1/31/2021	\$ 770,701.00	\$ 31,372.35	\$ 68,274.27	\$ -	\$ 739,328.65	\$ 68,274.27
Special Litigation Counsel to the Official Committee of Unsecured Creditors							
14 Genovese Joblove & Battista, P.A. [Dkt. No. 16068]	9/1/2020 - 1/31/2021	\$ 399,441.79	\$ 5,661.76	\$ 31,381.55	\$ 2,521.00	\$ 393,780.03	\$ 28,860.55
Counsel to the Official Committee of Retired Employees							
15 Jenner & Block LLP [Dkt. No. 16054]	10/1/2020 - 1/31/2021	\$ 1,110,091.07	\$ 61,928.12	\$ 90,736.96	\$ -	\$ 1,048,162.95	\$ 90,736.96

EXHIBIT A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Seventh - Eleventh Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
16 Kroma Advertising, Inc. [Dkt. No. 16065] <i>Special Counsel to the FOMB</i>	9/16/2020 - 1/31/2021	\$ 95,000.00	\$ -	\$ -	\$ -	\$ 95,000.00	\$ -
17 Lusklin, Stern & Eisler LLP [Dkt. No. 16080] <i>Information Agent to the Official Committee of Retired Employees</i>	10/1/2020 - 1/31/2021	\$ 11,909.00	\$ 114.00	\$ -	\$ -	\$ 11,795.00	\$ -
18 Marchand ICS Group [Dkt. No. 16058] <i>Counsel to the Official Committee of Unsecured Creditors</i>	10/1/2020 - 1/31/2021	\$ 110,736.00	\$ 117.50	\$ 12,950.94	\$ -	\$ 110,618.50	\$ 12,950.94
19 Paul Hastings [Dkt. No. 16067] <i>Financial Advisor to the Mediation Team</i>	10/1/2020 - 1/31/2021	\$ 1,861,843.00	\$ 226,825.56	\$ 60,177.37	\$ -	\$ 1,635,017.44	FN1 \$ 60,177.37
20 Phoenix Management Services, LLC [Dkt. No. 16035] <i>Actuaries and Consultants to the Official Committee of Retired Employees</i>	10/5/2020 - 1/31/2021	\$ 80,368.85	\$ 463.16	\$ -	\$ -	\$ 79,905.69	\$ -
21 Segal Consulting [Dkt. No. 16057] <i>Macroeconomic Consultant to the FOMB</i>	10/1/2020 - 1/31/2021	\$ 138,974.00	\$ 9,491.20	\$ -	\$ -	\$ 129,482.80	\$ -
22 Wolfe, Andrew [Dkt. No. 16094] <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	10/1/2020 - 1/31/2021	\$ 30,429.00	\$ -	\$ 720.00	\$ -	\$ 30,429.00	\$ 720.00
23 Zolfo Cooper, LLC [Dkt. No. 16066]	10/1/2020 - 1/31/2021	\$ 542,624.00	\$ 3,638.08	\$ 9.38	\$ -	\$ 538,985.92	FN2 \$ 9.38

FN1 - The Fee Examiner recommends that, for the eleventh interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$192,268.03, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,669,574.97 (i.e., \$1,861,843.00 minus the aforementioned credit of \$192,268.03).

FN2 - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.